Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning 07/01 **, 2011, and ending** 06/30, 2012

Name of foundation THE SOLOMON & SYLVIA BRONSTEIN FDN
1840-00-4/4

A Employer identification number 22-2656339

Number and street (or P.O. box number if mail is not delivered to street address): GLENMEDE TRUST CO., N.A., 1650 MARKET ST.,

Room/suite: 1200

B Telephone number (see instructions): (215) 419-6000

City or town, state, and ZIP code: PHILADELPHIA, PA 19103-7391

C If exemption application is pending, check here ▶ [ ]

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

D 1. Foreign organizations, check here ▶ [ ]
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation
[ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 5,506,413.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) ________
(Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)				
	2	Check ▶ [X] if the foundation is not required to attach Sch. B				
	3	Interest on savings and temporary cash investments	1.	1.	N/A	
	4	Dividends and interest from securities	151,544.	151,562.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-96,972.			
	b	Gross sales price for all assets on line 6a 1,461,249.				
	7	Capital gain net income (from Part IV, line 2)		-0-		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less: Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	-2,684.	-2,684.		STMT 1
	12	**Total.** Add lines 1 through 11	51,889.	148,879.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	10,285.	5,142.	NONE	5,143.
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)	46,693.	46,693.		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	2,391.			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) STMT 2	1,719.	860.		859.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	61,088.	52,695.	NONE	6,002.
	25	Contributions, gifts, grants paid	240,500.			240,500.
	26	**Total expenses and disbursements** Add lines 24 and 25	301,588.	52,695.	NONE	246,502.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-249,699.			
	b	**Net investment income** (if negative, enter -0-)		96,184.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets 1	Cash - non-interest-bearing	76.	3.	3.
2	Savings and temporary cash investments	155,930.	603,234.	603,234.
3	Accounts receivable ▶ CASH			
	Less: allowance for doubtful accounts ▶		2,500.	2,500.
4	Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U.S and state government obligations (attach schedule)			
b	Investments - corporate stock (attach schedule)			
c	Investments - corporate bonds (attach schedule)			
11	Investments - land, buildings, and equipment. basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule)			
14	Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶ SEE SCHEDULES ATTACHED)	5,011,894.	4,312,463.	4,900,676.
16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	5,167,900.	4,918,200.	5,506,413.
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
27	Capital stock, trust principal, or current funds	5,167,900.	4,918,200.	
28	Paid-in or capital surplus, or land, bldg., and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see instructions)	5,167,900.	4,918,200.	
31	**Total liabilities and net assets/fund balances** (see instructions)	5,167,900.	4,918,200.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	5,167,900.
2	Enter amount from Part I, line 27a	2	-249,699.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	4,918,201.
5	Decreases not included in line 2 (itemize) ▶ ROUNDING	5	1.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,918,200.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
b	CAPITAL GAIN DIVIDENDS	P	VARIOUS	VARIOUS
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,453,731.		1,558,221.	-104,490.
b	7,518.		-0-	7,518.
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				-104,490.
b				7,518.
c				
d				
e				

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	-96,972.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8		3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	263,359.	5,676,227.	0.046397
2009	333,360.	5,381,349.	0.061947
2008	330,860.	5,217,039.	0.063419
2007	445,382.	6,643,608.	0.067039
2006	547,493.	6,840,136.	0.080041

2	**Total** of line 1, column (d)	2	0.318843
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.063769
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	5,503,494.
5	Multiply line 4 by line 3	5	350,952.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	962.
7	Add lines 5 and 6	7	351,914.
8	Enter qualifying distributions from Part XII, line 4	8	246,502.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary - see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	1,924.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3	Add lines 1 and 2		3	1,924.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	1,924.
6	Credits/Payments:			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a: 1,910.		
b	Exempt foreign organizations - tax withheld at source	6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868)	6c: NONE		
d	Backup withholding erroneously withheld	6d:		
7	Total credits and payments. Add lines 6a through 6d		7	1,910.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	14.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ **Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶$ -0- (2) On foundation managers. ▶$ -0-			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ -0-			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ PA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ SEE STATEMENT 3 Telephone no. ▶

Located at ▶ ZIP + 4 ▶

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

		Line	Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)		2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)*		3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to:			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	[ ] Yes [X] No		
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	[ ] Yes [X] No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	[ ] Yes [X] No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	[ ] Yes [X] No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	[ ] Yes [X] No		
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b	N/A
Organizations relying on a current notice regarding disaster assistance check here ▶ [ ]			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A.	[ ] Yes [ ] No		
If "Yes," attach the statement required by Regulations section 53.4945-5(d).			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	[ ] Yes [X] No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	No: X
If "Yes" to 6b, file Form 8870.			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	[ ] Yes [X] No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 4		-0-	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		NONE	NONE	NONE

Total number of other employees paid over $50,000 ▶ NONE

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over $50,000 for professional services ▶		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 SEE STATEMENT 4	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	
2	
All other program-related investments. See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	5,175,285.
b	Average of monthly cash balances	1b	412,019.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	5,587,304.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	5,587,304.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	83,810.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,503,494.
6	**Minimum investment return.** Enter 5% of line 5	6	275,175.

Part XI **Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	275,175.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1,924.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,924.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	273,251.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	273,251.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	273,251.

Part XII **Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	246,502.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	246,502.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	246,502.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1	Distributable amount for 2011 from Part XI, line 7				273,251.
2	Undistributed income, if any, as of the end of 2011:				
a	Enter amount for 2010 only			NONE	
b	Total for prior years: 20____,20____,20____		NONE		
3	Excess distributions carryover, if any, to 2011:				
a	From 2006 ...... NONE				
b	From 2007 ...... 348,028.				
c	From 2008 ...... 330,860.				
d	From 2009 ...... 333,360.				
e	From 2010 ...... 263,359.				
f	Total of lines 3a through e	1,275,607.			
4	Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 246,502.				
a	Applied to 2010, but not more than line 2a			NONE	
b	Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c	Treated as distributions out of corpus (Election required - see instructions)	246,502.			
d	Applied to 2011 distributable amount				NONE
e	Remaining amount distributed out of corpus	NONE			
5	Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	273,251.			273,251.
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	1,248,858.			
b	Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d	Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e	Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f	Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				NONE
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	NONE			
9	**Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	1,248,858.			
10	Analysis of line 9:				
a	Excess from 2007 ... 74,777.				
b	Excess from 2008 ... 330,860.				
c	Excess from 2009 ... 333,360.				
d	Excess from 2010 ... 263,359.				
e	Excess from 2011 ... 246,502.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling . . . . ▶

b Check box to indicate whether the foundation is a private operating foundation described in section [ ] 4942(j)(3) or [ ] 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test-enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:

N/A

b The form in which applications should be submitted and information and materials they should include:

N/A

c Any submission deadlines:

N/A

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

N/A

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 5				240,500.
Total ▶ **3a**				240,500.
b *Approved for future payment*				
N/A				
Total ▶ **3b**				-0-

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	1.	
4 Dividends and interest from securities			14	151,544.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	-2,684.	
8 Gain or (loss) from sales of assets other than inventory			18	-96,972.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				51,889.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 51,889.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	NOT APPLICABLE

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee — Date 8/16/12 — Title Trustee

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
FRANCIS X. MEHAFFEY		8/1/12		P01072411

Firm's name ▶ THE GLENMEDE TRUST COMPANY, N.A. — Firm's EIN ▶ 32-0274136

Firm's address ▶ 1650 MARKET STREET, SUITE 1200, PHILADELPHIA, PA 19103-7391 — Phone no. 215-419-6000

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
5.00		TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS					5.	
7,513.00		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					7,513.	
		500. BMC SOFTWARE PROPERTY TYPE: SECURITIES					02/14/2011	10/13/2011
18,683.00		25,320.00					-6,637.00	
		900. DARDEN RESTAURANTS INC. PROPERTY TYPE: SECURITIES					02/14/2011	06/21/2012
46,304.00		44,259.00					2,045.00	
		500. DOLLAR TREE INC PROPERTY TYPE: SECURITIES					02/14/2011	06/22/2012
54,297.00		25,162.00					29,135.00	
		1200. EMERSON ELECTRIC CO. PROPERTY TYPE: SECURITIES					01/16/2009	06/21/2012
56,219.00		40,699.00					15,520.00	
		300. EXXON MOBIL CORPORATION PROPERTY TYPE: SECURITIES					11/07/2001	08/15/2011
22,052.00		11,460.00					10,592.00	
		1763.2815 FREDDIE MAC DTD 4/1/1998 6% 4/ PROPERTY TYPE: SECURITIES					07/19/2001	07/15/2011
138.00		134.00					4.00	
		1642.776 FREDDIE MAC DTD 4/1/1998 6% 4/1 PROPERTY TYPE: SECURITIES					07/19/2001	08/15/2011
121.00		117.00					4.00	
		1525.6785 FREDDIE MAC DTD 4/1/1998 6% 4/ PROPERTY TYPE: SECURITIES					07/19/2001	09/15/2011
117.00		114.00					3.00	
		1412.3415 FREDDIE MAC DTD 4/1/1998 6% 4/ PROPERTY TYPE: SECURITIES					07/19/2001	10/17/2011
113.00		110.00					3.00	
		1299.158 FREDDIE MAC DTD 4/1/1998 6% 4/1 PROPERTY TYPE: SECURITIES					07/19/2001	11/15/2011
113.00		110.00					3.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		1182.3235 FREDDIE MAC DTD 4/1/1998 6% 4/ PROPERTY TYPE: SECURITIES					07/19/2001	12/15/2011
117.00		113.00					4.00	
		1079.871 FREDDIE MAC DTD 4/1/1998 6% 4/1 PROPERTY TYPE: SECURITIES					07/19/2001	01/17/2012
102.00		99.00					3.00	
		964.487 FREDDIE MAC DTD 4/1/1998 6% 4/15 PROPERTY TYPE: SECURITIES					07/19/2001	02/15/2012
115.00		112.00					3.00	
		849.8765 FREDDIE MAC DTD 4/1/1998 6% 4/1 PROPERTY TYPE: SECURITIES					07/19/2001	03/15/2012
115.00		111.00					4.00	
		757.833 FREDDIE MAC DTD 4/1/1998 6% 4/15 PROPERTY TYPE: SECURITIES					07/19/2001	04/16/2012
92.00		89.00					3.00	
		647.956 FREDDIE MAC DTD 4/1/1998 6% 4/15 PROPERTY TYPE: SECURITIES					07/19/2001	05/15/2012
110.00		107.00					3.00	
		562.7095 FREDDIE MAC DTD 4/1/1998 6% 4/1 PROPERTY TYPE: SECURITIES					07/19/2001	06/15/2012
85.00		83.00					2.00	
		50000. FLORIDA ST MUN PWR AGY REV DTD 9/ PROPERTY TYPE: SECURITIES					09/09/2008	10/03/2011
50,000.00		50,000.00						
		2415.459 GLENMEDE FUND INC-INTERNATIONAL PROPERTY TYPE: SECURITIES					05/10/2006	08/15/2011
30,000.00		55,290.00					-25,290.00	
		4215.852 GLENMEDE FUND INC-INTERNATIONAL PROPERTY TYPE: SECURITIES					05/10/2006	05/04/2012
50,000.00		95,954.00					-45,954.00	
		400. GOLDMAN SACHS GROUP INC PROPERTY TYPE: SECURITIES					06/14/2007	04/05/2012
47,687.00		72,986.00					-25,299.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		60000. GOLDMAN SACHS GROUP INC DTD 1/12/					06/16/2011	06/15/2012
		PROPERTY TYPE: SECURITIES						
62,416.00		63,596.00					-1,180.00	
		1777.251 OAKMARK INTERNATIONAL FD I					04/06/2011	10/20/2011
		PROPERTY TYPE: SECURITIES						
30,000.00		35,741.00					-5,741.00	
		10804.033 OAKMARK INTERNATIONAL FD I					03/22/2011	11/15/2011
		PROPERTY TYPE: SECURITIES						
179,239.00		214,259.00					-35,020.00	
		1300. ILLINOIS TOOL WORKS					10/28/2005	08/15/2011
		PROPERTY TYPE: SECURITIES						
58,487.00		54,470.00					4,017.00	
		100. INTERNATIONAL BUSINESS MACHINES COR					09/04/2001	08/15/2011
		PROPERTY TYPE: SECURITIES						
17,123.00		10,138.00					6,985.00	
		50000. STATE OF ISRAEL 6TH JUBILEE ISSUE					06/15/2010	06/01/2012
		PROPERTY TYPE: SECURITIES						
50,000.00		50,000.00						
		50000. ISRAEL ST 6TH JUBILEE ISSUE 2-YR					03/08/2010	03/06/2012
		PROPERTY TYPE: SECURITIES						
50,000.00		50,000.00						
		500. JP MORGAN CHASE & CO					07/31/2007	11/18/2011
		PROPERTY TYPE: SECURITIES						
15,331.00		22,187.00					-6,856.00	
		1000. JP MORGAN CHASE & CO					07/10/2008	05/17/2012
		PROPERTY TYPE: SECURITIES						
34,325.00		37,770.00					-3,445.00	
		200. JOHNSON & JOHNSON					01/09/2004	08/15/2011
		PROPERTY TYPE: SECURITIES						
12,742.00		10,392.00					2,350.00	
		800. KELLOGG CO.					12/06/2005	06/21/2012
		PROPERTY TYPE: SECURITIES						
39,578.00		35,392.00					4,186.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		371.747 MATTHEWS PACIFIC TIGER FD - IS PROPERTY TYPE: SECURITIES					02/14/2011	11/15/2011
8,000.00		8,171.00					-171.00	
		700. ROCKWELL COLLINS INC. PROPERTY TYPE: SECURITIES					03/21/2011	06/19/2012
35,042.00		44,877.00					-9,835.00	
		500. SHERWIN WILLIAMS CO. PROPERTY TYPE: SECURITIES					03/24/2010	08/19/2011
34,934.00		33,235.00					1,699.00	
		300. TARGET CORP PROPERTY TYPE: SECURITIES					10/26/2001	08/19/2011
15,039.00		9,393.00					5,646.00	
		1475.548 THIRD AVENUE REAL ESTATE VAL PROPERTY TYPE: SECURITIES					02/14/2011	10/20/2011
29,703.00		35,000.00					-5,297.00	
		3492.162 THIRD AVENUE REAL ESTATE VAL PROPERTY TYPE: SECURITIES					05/14/2010	10/20/2011
70,297.00		73,196.00					-2,899.00	
		2071.251 THIRD AVENUE REAL ESTATE VAL PROPERTY TYPE: SECURITIES					05/14/2010	05/04/2012
50,000.00		43,120.00					6,880.00	
		3000. UNITED STATES COMMODITY PROPERTY TYPE: SECURITIES					02/14/2011	08/12/2011
188,606.00		202,310.00					-13,704.00	
		. UNITED STATES COMMODITY PROPERTY TYPE: SECURITIES						12/31/2011
		18,121.00					-18,121.00	
		700. VARIAN MEDICAL SYSTEMS INC PROPERTY TYPE: SECURITIES					12/07/2007	06/08/2012
41,074.00		30,704.00					10,370.00	
		1700. WISDOMTREE JAPAN HEDGED EQUITY FD PROPERTY TYPE: SECURITIES					11/15/2011	06/21/2012
55,215.00		53,720.00					1,495.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
TOTAL GAIN(LOSS)							-96,972.	

SUMMARY OF GAIN/LOSS

Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	P or D	Gain or (loss)	
1,461,249.00		1,558,221.00	-0-	-0-	-0-		-96,972.	

THE SOLOMON & SYLVIA BRONSTEIN FOUNDATION
ACCOUNT #1840-00-4/4
E.I.N. 22-2656339
TAX YEAR ENDING 6/30/2012

Supplemental Schedule of Information

ATTACHMENTS PAGE 9 FORM 990-PF
PART XIII, UNDISTRIBUTED INCOME, LINE 4c

ELECTION UNDER IRC REG. SEC. 53.4942(a)-3(d)(2)

In accordance with Regulation Section 53.4942(a)-3(d)(2), The Solomon & Sylvia Bronstein Foundation hereby elects to treat the trust's qualifying distributions for the year ending June 30, 2012 in the amount of $246,502, to have been distributed out of corpus.

Trustee
(Signature)

Trustee
Title

Matthew J. Comisky
(Print Name)

THE SOLOMON & SYLVIA BRONSTEIN FOUNDATION
ACCOUNT #1840-00-4/4
E.I.N. 22-2656339
TAX YEAR ENDING 6/30/2012

ATTACHMENTS PAGE 1 FORM 990-PF
PART I ANALYSIS OF REVENUE, EXPENSES AND CONTRIBUTIONS

		COLUMN A	COLUMN B	COLUMN D
REVENUE:				
LINE 3	INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS - MONEY MARKET FUNDS	1	1	
LINE 4	DIVIDENDS AND INTEREST FROM SECURITIES - DIVIDENDS & INTEREST	151,544	151,562	
LINE 11	OTHER INCOME - PARTNERSHIP INCOME PER K-1	-2,684	-2,684	
EXPENSES:				
LINE 16a	LEGAL FEES - BLANK ROME COMISKY & MCCAULEY, LLP	10,285	5,142	5,143
LINE 16c	OTHER PROFESSIONAL FEE - THE GLENMEDE TRUST COMPANY, N.A. INVESTMENT MANAGEMENT FEE	46,693	46,693	0
LINE 18	TAXES - EXCISE TAX PAYMENTS	2,391	0	0
LINE 23	OTHER EXPENSES - CBIZ - OFFICER & DIRECTOR LIABILITY INSURANCE	1,719	860	859

COMBINED STATEMENT OF ASSETS
SOLOMON & SYLVIA BRONSTEIN FDN IA
06/30/12
1840-00-4/4

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Cash & Reserves									
603234	GLENMEDE FUND INC-GOVT CASH PORTFOLIO (GOVTCASH)		1.00	603,234	1.00	603,234		1	0.00 *
3+	Cash		1.01	3	1.00	3		0	0.00
Cash & Reserves Total				603,237		603,237		1	0.00
Fixed Income									
U S Government Obligations									
75000	US TREASURY N/B DTD 5/15/2004 4.75% 5/15/2014 (912828CJ7)		1.02	76,560	108.23	81,176	4,616	3,563	4.39 #
50000	US TREASURY N/B DTD 2/15/2005 4% 2/15/2015 (912828DM9)		1.10	55,057	109.37	54,684	373-	2,000	3.66
60000	US TREASURY N/B DTD 11/30/2010 1.375% 11/30/2015 (912828PJ3)		1.03	61,868	102.95	61,767	101-	825	1.34
50000	US TREASURY N/B DTD 2/15/2008 3.5% 2/15/2018 (912828HR4)		1.09	54,346	114.41	57,207	2,861	1,750	3.06
	Total			247,831		254,834	7,003	8,138	3.19
U S Government Agencies									
75000	FHLB DTD 9/15/2008 3.625% 10/18/2013 (3133XSAE8)	Aaa	1.07	80,178	104.25	78,187	1,991-	2,719	3.48

COMBINED STATEMENT OF ASSETS
SOLOMON & SYLVIA BRONSTEIN FDN IA
06/30/12
1840-00-4/4

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
40000	FHLMC DTD 7/16/2004 5% 7/15/2014 (3134A4UU6)	Aaa	1.12	44,965	109.33	43,730	1,235-	2,000	4.57
100000	HOUSING URBAN DEVELOPMNT DTD 8/7/2003 4.93% 8/1/2014 (911759GG7)		1.04	104,000	105.17	105,167	1,167	4,930	4.69
80000	FHLB DTD 5/3/2006 5.375% 5/18/2016 (3133XFJF4)	Aaa	1.19	94,850	117.91	94,326	524-	4,300	4.56
	Total			323,993		321,410	2,583-	13,949	4.34
Corporate Bonds - Industrial									
50000	UNITED PARCEL SERVICE DTD 1/15/2008 4.5% 1/15/2013 (911312AG1)	AA-	1.00	50,071	102.20	51,102	1,032	2,250	4.40
50000	BOTTLING GROUP LLC DTD 3/30/2006 5.5% 4/1/2016 (10138MAG0)	A	1.10	54,844	115.87	57,935	3,091	2,750	4.75
50000	STANFORD UNIVERSITY DTD 4/29/2009 4.25% 5/1/2016 (854403AB8)	AAA	1.01	50,269	112.33	56,163	5,895	2,125	3.78
50000	WAL-MART STORES INC DTD 8/24/2007 5.8% 2/15/2018 (931142CJ0)	Aa2	1.17	58,643	123.23	61,616	2,973	2,900	4.71
50000	JOHNSON & JOHNSON DTD 6/23/2008 5.15% 7/15/2018 (478160AU8)	AAA	1.12	55,993	121.15	60,574	4,581	2,575	4.25

COMBINED STATEMENT OF ASSETS
SOLOMON & SYLVIA BRONSTEIN FDN IA
06/30/12
1840-00-4/4

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield	
45000	CATERPILLAR INC DTD 12/5/2008 7.9% 12/15/2018 (149123BQ3)	A2	1.30	58,705	134.85	60,683	1,978	3,555	5.86	#
45000	IBM CORP DTD 11/1/1989 8.375% 11/1/2019 (459200AG6)	AA-	1.36	61,414	142.46	64,108	2,694	3,769	5.88	#
	Total			389,939		412,181	22,242	19,924	4.83	
Corporate Bonds - Finance										
50000	JPMORGAN CHASE & CO DTD 10/4/2005 5.15% 10/1/2015 (46625HDF4)	A-	1.08	53,891	107.31	53,654	238-	2,575	4.80	
50000	TOYOTA MOTOR CREDIT CORP DTD 9/15/2011 2% 9/15/2016 (89233P5E2)	AA-	0.99	49,650	101.61	50,806	1,156	1,000	1.97	
60000	GENERAL ELEC CAP CORP DTD 9/24/2007 5.625% 9/15/2017 (36962G3H5)	AA+	1.11	66,729	114.76	68,854	2,125	3,375	4.90	#
50000	HONEYWELL INTERNATIONAL DTD 2/29/2008 5.3% 3/1/2018 (438516AX4)	A	1.18	58,756	119.21	59,603	848	2,650	4.45	
45000	ORACLE CORP DTD 4/9/2008 5.75% 4/15/2018 (68389XAC9)	A1	1.16	52,095	121.33	54,598	2,503	2,588	4.74	
45000	JOHN DEERE CAP DTD 7/12/2011 3.9% 7/12/2021 (24422ERE1)	A	1.11	49,798	110.31	49,638	160-	1,755	3.54	

COMBINED STATEMENT OF ASSETS
SOLOMON & SYLVIA BRONSTEIN FDN IA
06/30/12
1840-00-4/4

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
	Total			330,919		337,153	6,234	13,943	4.14
Corporate Bonds - Foreign									
50000	ISRAEL ST 7TH JUBILEE 14 DTD 6/14/2012 0.7% 6/1/2014 (46513HS55)		1.00	50,000	98.91	49,457	544-	350	0.71
50000	ONTARIO PROVINCE DTD 2/3/2005 4.5% 2/3/2015 (683234WQ7)	AA-	1.03	51,416	109.36	54,678	3,262	2,250	4.12
50000	QUEBEC PROVINCE DTD 3/1/2006 5% 3/1/2016 (748148RR6)	A+	1.03	51,721	114.33	57,167	5,446	2,500	4.37
	Total			153,137		161,302	8,165	5,100	3.16
Other Taxable Bond Mutual Funds									
18367+	TEMPLETON GLOBAL BOND FD-AD (TGBAX)		13.69	251,442	12.81	235,278	16,164-	11,626	4.94 #
15198+	TIAA CREF HIGH YIELD FUND - IN DTD 5/1/2012 (TIHYX)		9.87	150,000	10.02	152,280	2,280	6,259	4.11
	Total			401,442		387,558	13,884-	17,885	4.61

Taxable Municipal Bonds

COMBINED STATEMENT OF ASSETS
SOLOMON & SYLVIA BRONSTEIN FDN IA
06/30/12
1840-00-4/4

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield	
50000	NEW JERSEY ST EDL FACS AUTH DTD 1/14/2010 5.333% 7/1/2017 (646065A69)	A2	1.00	50,000	112.91	56,455	6,455	2,667	4.72	
	Total			50,000		56,455	6,455	2,667	4.72	
Mortgage Backed Securities										
563+	FREDDIE MAC DTD 4/1/1998 6% 4/15/2013 (3133TDS72) Original Face Value: 50,000.00		0.97	546	100.00	563	17	34	6.00	
	Total			546		563	17	34	6.00	
Fixed Income Total				1,897,807		1,931,456	33,647	81,640	4.23	
Equities										
Basic Industries										
600	3M CO (MMM)		68.35	41,010	89.60	53,760	12,750	1,416	2.63	#
400	E I DU PONT DE NEMOURS & CO. (DD)		43.94	17,576	50.57	20,228	2,652	688	3.40	
500	PARKER-HANNIFIN CORP. (PH)		70.82	35,410	76.88	38,440	3,030	820	2.13	
700	UNITED TECHNOLOGIES CORP. (UTX)		34.70	24,287	75.53	52,871	28,585	1,498	2.83	#
	Total			118,283		165,299	47,017	4,422	2.68	

Communication Services

COMBINED STATEMENT OF ASSETS
SOLOMON & SYLVIA BRONSTEIN FDN IA
06/30/12
1840-00-4/4

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield	
1700	AT&T INC (T)		25.66	43,627	35.66	60,622	16,995	2,992	4.94	#
	Total			43,627		60,622	16,995	2,992	4.94	
Consumer Discretionary										
400	ADVANCE AUTO PARTS (AAP)		69.01	27,604	68.22	27,288	316-	96	0.35	
1000	HOME DEPOT INC. (HD)		32.20	32,200	52.99	52,990	20,790	1,160	2.19	#
1000	OMNICOM GROUP (OMC)		47.50	47,503	48.60	48,600	1,097	1,200	2.47	#
700	TARGET CORP (TGT)		30.26	21,182	58.19	40,733	19,551	1,008	2.47	#
1000	YUM BRANDS INC (YUM)		30.04	30,044	64.42	64,420	34,376	1,140	1.77	#
	Total			158,533		234,031	75,498	4,604	1.97	
Consumer Staples										
600	COLGATE PALMOLIVE CO. (CL)		49.25	29,549	104.10	62,460	32,911	1,488	2.38	#
900	H J HEINZ CO. (HNZ)		49.84	44,853	54.38	48,942	4,089	1,854	3.79	#
700	PEPSICO INC. (PEP)		39.56	27,692	70.66	49,462	21,770	1,505	3.04	#
700	PROCTER & GAMBLE CO. (PG)		35.72	25,006	61.25	42,875	17,869	1,574	3.67	
	Total			127,100		203,739	76,639	6,421	3.15	
Energy										
900	CHEVRON CORP (CVX)		42.33	38,097	105.50	94,950	56,853	3,240	3.41	#
800	EXXON MOBIL CORPORATION (XOM)		35.35	28,278	85.57	68,456	40,178	1,824	2.66	#
1100	SCHLUMBERGER LTD. (SLB)		56.78	62,457	64.91	71,401	8,944	1,210	1.69	#
	Total			128,832		234,807	105,975	6,274	2.67	
Financials										

COMBINED STATEMENT OF ASSETS
SOLOMON & SYLVIA BRONSTEIN FDN IA
06/30/12
1840-00-4/4

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield	
1300	AMERICAN EXPRESS CO. (AXP)		37.63	48,917	58.21	75,673	26,756	1,040	1.37	#
500	FRANKLIN RESOURCES INC. (BEN)		88.87	44,436	110.99	55,495	11,059	540	0.97	#
1600	US BANCORP (USB)		26.34	42,142	32.16	51,456	9,314	1,248	2.43	#
	Total			135,495		182,624	47,129	2,828	1.55	
Health Care										
900	ABBOTT LABORATORIES (ABT)		42.33	38,097	64.47	58,023	19,926	1,836	3.16	#
1000	BAXTER INTL. INC. (BAX)		49.80	49,800	53.15	53,150	3,350	1,340	2.52	#
600	JOHNSON & JOHNSON (JNJ)		50.59	30,356	67.56	40,536	10,180	1,464	3.61	#
500	WATERS CORP (WAT)		49.55	24,774	79.47	39,735	14,961	0	0.00	#
	Total			143,027		191,444	48,417	4,640	2.42	
Technology										
250	APPLE INC. (AAPL)		82.14	20,536	584.00	146,000	125,465	0	0.00	#
800	AVAGO TECHNOLOGIES LTD (AVGO)		34.06	27,250	35.90	28,720	1,470	480	1.67	
350	INTERNATIONAL BUSINESS MACHINES CORP. (IBM)		97.04	33,964	195.58	68,453	34,489	1,190	1.74	#
700	MICROCHIP TECHNOLOGY INC. (MCHP)		38.40	26,880	33.08	23,156	3,724-	980	4.23	
1500	MICROSOFT CORP. (MSFT)		28.41	42,615	30.59	45,885	3,271	1,200	2.62	#
1400	ORACLE CORP (ORCL)		21.41	29,974	29.70	41,580	11,606	336	0.81	
1400	PAYCHEX INC (PAYX)		31.05	43,474	31.41	43,974	500	1,792	4.08	#
850	QUALCOMM CORP. (QCOM)		56.00	47,599	55.68	47,328	271-	850	1.80	#
	Total			272,292		445,096	172,806	6,828	1.53	
Utilities										
1100	EXELON CORPORATION (EXC)		44.39	48,829	37.62	41,382	7,447-	2,310	5.58	#

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield	
	Total			48,829		41,382	7,447-	2,310	5.58	
U S Mutual Funds										
2463+	BUFFALO SMALL CAP FUND (BUFSX)		26.45	65,141	28.43	70,028	4,887	0	0.00	#
4869+	GLENMEDE FUND INC - ADVISOR SMALL CAP EQUITY PORTFOLIO (GTCSX)		16.43	80,000	17.39	84,674	4,674	180	0.21	
2139+	VANGUARD SMALL CAP INDEX FD SIGNAL SHS (VSISX)		32.73	70,000	32.80	70,150	150	894	1.27	
	Total			215,141		224,852	9,711	1,074	0.48	
International Mutual Funds										
8591+	DUPONT CAPITAL EMG MKTS -I (DCMEX)		8.73	75,000	8.60	73,883	1,117-	524	0.71	
10961+	GLENMEDE FUND INC-INTERNATIONAL PORT (GTCIX)		20.74	227,349	11.31	123,966	103,382-	3,595	2.90	*#
3523+	MATTHEWS PACIFIC TIGER FD - IS (MIPTX)		20.72	72,975	21.70	76,444	3,468	535	0.70	#
8609+	TWEEDY BROWNE GLOBAL VALUE FUND (TBGVX)		20.93	180,193	23.44	201,789	21,595	3,616	1.79	#
9634+	WILLIAM BLAIR INTL GROWTH-I (BIGIX)		18.17	175,000	20.59	198,355	23,355	568	0.29	#
	Total			730,517		674,437	56,081-	8,838	1.31	
Equities Total				2,121,676		2,658,333	536,659	51,231	1.93	

COMBINED STATEMENT OF ASSETS
SOLOMON & SYLVIA BRONSTEIN FDN IA
06/30/12
1840-00-4/4

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield	
Other										
Alternative Assets										
9149+	PIMCO ALL ASSETS AUTH -IS (PAUIX)		10.93	100,000	10.54	96,432	3,568-	7,530	7.81	
5424+	THIRD AVENUE REAL ESTATE VAL (TAREX)		20.04	108,684	24.13	130,877	22,193	0	0.00	#
1450	UNITED STATES COMMODITY INDEX (USCI)		68.65	99,540	57.64	83,578	15,962-	0	0.00	
	Total			308,224		310,887	2,663	7,530	2.42	
Other Total				308,224		310,887	2,663	7,530	2.42	
Grand Total				4,930,944		5,503,913	572,968	140,402	2.55	

* AS A RESULT OF CAPITAL GAIN DISTRIBUTIONS, THE TAX COST COLUMN DOES NOT REFLECT ADJUSTED INVESTMENT.
\# INDICATES MULTIPLE TAX LOTS
\+ FRACTIONAL SHARE EXISTS

COMBINED STATEMENT OF ASSETS
THE SOLOMON & SYLVIA BRONSTEIN FOUNDATION
06/30/12
1840-00-4/4

Shares/Par	Description of Assets	Bond Rtg	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income
Grand Total From Page 9			4,930,944		5,503,913	572,969	140,402
ADJUSTMENTS:							
Other							
Alternative Assets Adjustments to page 9							
	UNITED STATES COMMODITY INDEX ADJUSTMENT TO BASIS PER K-1		(15,244)	-	-	15,244	
	Total		(15,244)		-	15,244	-
Other Total			(15,244)		-	15,244	-
	CASH RECEIVABLE		2,500		2,500	-	-
Adjusted Grand Total			4,918,200		5,506,413	588,213	140,402

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF

NAME: THE GLENMEDE TRUST COMPANY, N.A.

ADDRESS: 1650 MARKET STREET, SUITE 1200
PHILADELPHIA, PA 19103-7391

TELEPHONE NUMBER: (215)419-6000

THE SOLOMON & SYLVIA BRONSTEIN FOUNDATION
ACCOUNT #1840-00-4/4
E.I.N. 22-2656339
TAX YEAR ENDING 6/30/2012

ATTACHMENTS PAGE 6

PART VIII LIST OF OFFICERS, DIRECTORS, TRUSTEES, ETC.

NAME AND ADDRESS	TITLE	AVERAGE HOURS PER WEEK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCT
1. GERALD BROKER C/O THE GLENMEDE TRUST COMPANY, N.A. 1650 MARKET STREET PHILADELPHIA, PA 19103	TRUSTEE	AS NEEDED	-0-	-0-	-0-
2. BERNARD GLASSMAN C/O THE GLENMEDE TRUST COMPANY, N.A. 1650 MARKET STREET PHILADELPHIA, PA 19103	TRUSTEE	AS NEEDED	-0-	-0-	-0-
3. JOSHUA BROKER C/O THE GLENMEDE TRUST COMPANY, N.A. 1650 MARKET STREET PHILADELPHIA, PA 19103	TRUSTEE	AS NEEDED	-0-	-0-	-0-
4. MATTHEW J. COMISKY C/O THE GLENMEDE TRUST COMPANY, N.A. 1650 MARKET STREET PHILADELPHIA, PA 19103	TRUSTEE	AS NEEDED	-0-	-0-	-0-
TOTAL			0	-0-	-0-

PART IX-A SUMMARY OF DIRECT CHARITABLE ACTIVITIES

The foundation is a private non-operating foundation, and as such, its only activity is to make grants or contributions to other 501©(3) organizations, principally to public charities. See Part XV, question 3a.

THE SOLOMON & SYLVIA BRONSTEIN FOUNDATION
ACCOUNT #1840-00-4/4
E.I.N. 22-2656339
TAX YEAR ENDING 6/30/2012

PART XV, LINE 3a, FORM 990-PF, PAGE 11
GRANTS AND CONTRIBUTIONS -PAID-

No.	Grantee Organization and Project Description	Grant Amount	Payment Date
1	**City of Hope** Los Angeles, CA General Charitable Purposes in Honor of Dr. Stephen Forman	12,500.00	11/9/2011
2	**AKIM** New York, NY Unrestricted	15,000.00	2/24/2012
3	**AKIM** New York, NY General Charitable Purposes	15,000.00	6/20/2012
4	**Anti Defamation League** Philadelphia, PA General Charitable Purposes	5,000.00	6/20/2012
5	**Beth David Reform Congregation** Gladwyne, PA General Charitable Purposes	2,500.00	6/20/2012
6	**Beth Shalom Congregation** General Charitable Purposes	5,000.00	6/20/2012

THE SOLOMON & SYLVIA BRONSTEIN FOUNDATION
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PART XV, LINE 3a, FORM 990-PF, PAGE 11
GRANTS AND CONTRIBUTIONS -PAID-

No.	Grantee Organization and Project Description	Grant Amount	Payment Date
7	**Boys Town Jerusalem Foundation** Wynnewood, PA General Charitable Purposes	2,500.00	6/20/2012
8	**Center for Literacy** Philadelphia, PA General Charitable Purposes	5,000.00	6/20/2012
9	**Children's Crisis Treatment Center** Philadelphia, PA General Charitable Purposes	3,000.00	6/20/2012
10	**City Year Greater Philadelphia** Philadelphia, PA General Charitable Purposes	10,000.00	6/20/2012
11	**Congregation Beth Or** Maple Glen, PA General Charitable Purposes	12,500.00	6/20/2012
12	**Federation Early Learning Services** Philadelphia, PA General Charitable Purposes	7,500.00	6/20/2012

THE SOLOMON & SYLVIA BRONSTEIN FOUNDATION
ACCOUNT #1840-00-4/4
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TAX YEAR ENDING 6/30/2012

PART XV, LINE 3a, FORM 990-PF, PAGE 11
GRANTS AND CONTRIBUTIONS -PAID-

No.	Grantee Organization and Project Description	Grant Amount	Payment Date
13	**Federation Housing, Inc.** Philadelphia, PA General Charitable Purposes	10,000.00	6/20/2012
14	**Hillel at the University of Pennsylvania** Philadelphia, PA General Charitable Purposes	10,000.00	6/20/2012
15	**Israel Children's Centers** Deerfield Beach, Florida General Charitable Purposes	5,000.00	6/20/2012
16	**Jewish Family and Children's Service of Greater Philadelphia** Philadelphia, PA General Charitable Purposes	7,500.00	6/20/2012
17	**Jewish National Fund** Philadelphia, PA General Charitable Purposes	10,000.00	6/20/2012
18	**Madlyn and Leonard Abramson Center for Jewish Life** North Wales, PA General Charitable Purposes	20,000.00	6/20/2012

THE SOLOMON & SYLVIA BRONSTEIN FOUNDATION
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PART XV, LINE 3a, FORM 990-PF, PAGE 11
GRANTS AND CONTRIBUTIONS -PAID-

No.	Grantee Organization and Project Description	Grant Amount	Payment Date
19	**Mann Center for Performing Arts** Philadelphia, PA General Charitable Purposes	5,000.00	6/20/2012
20	**Mazon** Los Angeles, CA General Charitable Purposes	2,500.00	6/20/2012
21	**Musicopia Inc.** Philadelphia, PA General Charitable Purposes	1,000.00	6/20/2012
22	**Philadelphia Chamber Chorus Inc.** Philadelphia, PA General Charitable Purposes	1,500.00	6/20/2012
23	**Philadelphia Committee to End Homelessness** Philadelphia, PA General Charitable Purposes	5,000.00	6/20/2012
24	**Philadelphia Futures** Philadelphia, PA General Charitable Purposes	5,000.00	6/20/2012

THE SOLOMON & SYLVIA BRONSTEIN FOUNDATION
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PART XV, LINE 3a, FORM 990-PF, PAGE 11
GRANTS AND CONTRIBUTIONS -PAID-

No.	Grantee Organization and Project Description	Grant Amount	Payment Date
25	**Reform Congregation Keneseth Israel** Elkins Park, PA General Charitable Purposes	10,000.00	6/20/2012
26	**SeniorLAW Center** Philadelphia, PA General Charitable Purposes	5,000.00	6/20/2012
27	**Temple Beth Hillel - Beth El** Wynnewood, PA General Charitable Purposes	2,500.00	6/20/2012
28	**Temple Beth Solomon** Philadelphia, PA General Charitable Purposes	10,000.00	6/20/2012
29	**Temple Society of Concord** Syracuse, NY General Charitable Purposes	5,000.00	6/20/2012
30	**Thorncroft Equestrian Center** Malvern, PA General Charitable Purposes	7,500.00	6/20/2012

THE SOLOMON & SYLVIA BRONSTEIN FOUNDATION
ACCOUNT #1840-00-4/4
E.I.N. 22-2656339
TAX YEAR ENDING 6/30/2012

PART XV, LINE 3a, FORM 990-PF, PAGE 11
GRANTS AND CONTRIBUTIONS -PAID-

No.	Grantee Organization and Project Description	Grant Amount	Payment Date
31	**Trustees of the University of Pennsylvania** Philadelphia, PA General Charitable Purposes of the Nursing School	10,000.00	6/20/2012
32	**Trustees of the University of Pennsylvania** Philadelphia, PA Bronstein Scholarship Endowment for the Nursing School	5,000.00	6/20/2012
33	**William Penn Charter School** Philadelphia, PA General Charitable Purposes	2,500.00	6/20/2012
34	**Bryn Mawr Hospital Foundation** Bryn Mawr, PA General Charitable Purposes	2,500.00	6/22/2012
35	**The Jefferson Foundation** Philadelphia, PA General Charitable Purposes	2,500.00	6/22/2012
	Grand Totals	**240,500.00**	

STATEMENT 5